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LAW OFFICES
ROBERT J. SLOTKIN

ROBERT J. SLOTKIN

August 31, 1998

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 5588
TALLAHASSEE, FL 32314

Re: Victor Santana, Inc.

Dear Sir or Madam;

Please find enclosed;

1. original Articles of Incorporation;
2. check in the amount of \$70.00

700002636387--2
-09/10/98-01026-011
*****70.00 *****70.00

Please return a copy of the articles with the file stamp. A self addressed stamped envelope is enclosed.

Very truly yours,



Robert J. Slotkin
For the Firm

FILED
98 SEP -8 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMC
9/5/98

Articles of Incorporation

OF

VICTOR SANTANA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is VICTOR SANTANA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to exploit parimutuel gaming opportunities within and without the State and to engage agents for gaming purposes at casinos; to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, import transfer or otherwise dispose of and to invest in, trade in, deal in and with gaming equipment and appurtenances. Further, the business shall include the retention of services of persons in the State of Florida and in all other states and countries incident to the above. The business shall include the acquisition, holding, mortgaging, selling, conveying, leasing or otherwise disposing of real and personal property;

to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate

assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

in general, to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation or the By-Laws of this corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct of the business of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3326 N.E. 33rd Street, Fort Lauderdale, Florida, 33308, and the name of the initial registered agent of this corporation at

that address is ROBERT J. SLOTKIN.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS & OFFICERS

The names and post office addresses of the initial Director of this Corporation is Vladamir Komenda of 1689 Hiatus Road #138, Pembroke Pines, Florida 33026. Vladamir Komenda shall be the initial President of the corporation. Lee Sharp shall be the initial Secretary.

ARTICLE IX. PLACE OF DOING BUSINESS

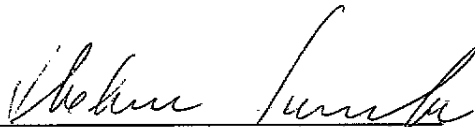
The corporation's principal place of business is 1689 Hiatus Road #138, Pembroke Pines, Florida 33026.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. INCORPORATOR

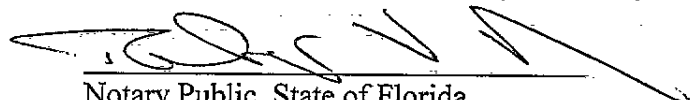
The name and post office address of the incorporator to these Articles of Incorporation is:
Vladamir Komenda of 1689 Hiatus Road #138, Pembroke Pines, Florida 33026.


Vladamir Komenda, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

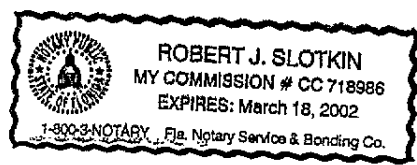
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Vladamir Komenda, to me known or who produced _____ as identification, and who is the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 27 day of August, 1998.



Notary Public, State of Florida
at Large

My Commission Expires:

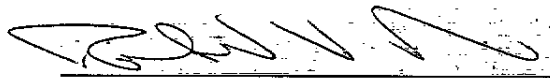


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
SEP - 8 PM 3:12
SECRETARY OF STATE
FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

VICTOR SANTANA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **Robert J. Slotkin of
3326 N.E. 33rd Street, Fort Lauderdale, Florida, 33308**, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Robert J. Slotkin

Date AUG 27 '98